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Proposed Counsel to the Official Committee of Unsecured Creditors

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF VIRGINIA
LYNCHBURG DIVISION**

In re:

MICROGEM US, INC.,

Debtor.¹

X

: Chapter 11

:

: Case No. 23-60528

:

:

X

**APPLICATION FOR ENTRY OF AN ORDER PURSUANT TO 11 U.S.C. §§ 328 AND
1103 AND FED. R. BANKR. P. 2014 AUTHORIZING AND APPROVING THE
EMPLOYMENT AND RETENTION OF HIRSCHLER FLEISCHER, P.C. AS COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS EFFECTIVE AS
OF JUNE 5, 2023**

The Official Committee of Unsecured Creditors (the “**Committee**”) of the above-captioned debtors and debtors in possession (the “**Debtors**”) hereby submits this application (the “**Application**”) for the entry of an order authorizing and approving the employment and retention of Hirschler Fleischer, P.C. (“**Hirschler**” or the “**Firm**”) as counsel to the Committee in connection with the Debtors’ Chapter 11 cases (the “**Case**”) effective as of June 5, 2023, pursuant

¹ The Debtor in this Chapter 11 Case and the last four digits of its taxpayer identification number is as follows: MicroGEM US, Inc. (9605). The Debtor’s headquarters were located at 705D Dale Avenue, Charlottesville, Virginia 22903.

to sections 328(a) and 1103(a) of Title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rules 2014-1 and 2016-1 of the Local Rules of the United State Bankruptcy Court for the Western District of Virginia (the “**Local Rules**”). In support of the relief sought in the Application, the Committee submits the Declaration of Brittany B. Falabella, an associate of the Firm (the “**Falabella Declaration**”), attached hereto as **Exhibit A** and incorporated herein by reference, the Committee respectfully states as follows:

JURISDICTION

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334 and the Standing Order of Reference from the United States District Court for the Western District of Virginia, dated July 24, 1984. This is a core proceeding pursuant to 28 U.S.C. § 157(b).
2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The bases for relief requested herein are sections 327, 328, and 1103 of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rules 2014-1 and 2016-1.
4. The Committee consents to entry of a final order by this Court in connection with this Application to the extent that it is later determined that this Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

BACKGROUND

5. On May 8, 2023 (the “**Petition Date**”), the Debtor commenced this Case by filing a voluntary petition for relief under Chapter 11 of the Bankruptcy Code in the Bankruptcy Court for the Western District of Virginia, Lynchburg Division (the “**Bankruptcy Court**”). The Debtor is authorized to continue operating their business and as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

6. On May 22, 2023, the United States Trustee appointed the Committee pursuant to section 1102 of the Bankruptcy Code [Docket No. 18].

7. The Committee consists of the following five (5) members: (i) Maxtek Components Corp., (ii) Marlow Industries, Inc., (iii) Baron Machine Co., Inc., (iv) Team Technologies (Baril Corporation), and (v) Ceres Nanosciences, Inc.

8. The Committee voted to retain Hirschler as its counsel, subject to Bankruptcy Court approval.

9. The Committee believes that Hirschler is well-qualified to represent the interests of the unsecured creditors in these Chapter 11 Case because Hirschler has significant familiarity and understanding of the business, legal, and financial issues that will arise in the Debtor's case and is an expert with respect to the local practices of this Court in connection with Chapter 11 bankruptcy cases. Hirschler has a significant bankruptcy practice, including participation in local, regional, and national cases in its three offices. In particular, Hirschler has represented numerous unsecured creditor committees in regional cases in Virginia. Furthermore, Hirschler has experience and knowledge in most aspects of the laws that may arise in these cases, including substantial bankruptcy, restructuring, corporate, employee benefits, employment, litigation, tax, securities, real estate, and finance expertise. The Committee anticipates Hirschler will render general legal services as needed throughout the course of this Case.

10. In particular, the Committee anticipates that, subject to the oversight of the Bankruptcy Court, Hirschler will perform, among others, the following tasks in support of the Committee's efforts²:

- a. Advise the Committee regarding its rights, powers, and duties as a committee elected pursuant to Bankruptcy Code § 1103;

² The list of services described herein is inclusive of any type of matter that Hirschler may be asked to assist on as counsel to the Committee in this case.

- b. Advise and consult with the Committee on the conduct of the Case including all legal and administrative requirements under Chapter 11;
- c. Attend meetings and negotiate with representatives of the Debtors, the secured and unsecured creditors, equity holders, employees, and other parties in interest;
- d. Advise the Committee regarding any contemplated sale of assets or business combinations including the negotiation of asset sales, stock purchases, mergers or joint ventures, formulation and implementation of bidding procedures, evaluation of competing offers, drafting of appropriate documents regarding proposed sale and counseling regarding the closing of such sales;
- e. To the extent necessary, advise the Committee regarding pre-petition and post-petition financing and cash collateral arrangements and negotiate documents relating thereto;
- f. Advise the Committee on matters relating to the Debtors' assumption, assumption and assignment, and rejection of executory contracts and unexpired leases;
- g. Advise the Committee on matters relating to the ordinary course of business including employment matters, tax, environmental, banking, insurance, securities, corporate, business operations, contracts, joint ventures, real and personal property, press and public relations matters, and regulatory matters;
- h. Provide advice and counseling on actions to protect and preserve the Debtor's estate including actions and proceedings by the Debtor or other designated parties to recover assets, defense of actions and proceedings brought against the estate, negotiations regarding all litigation in which the Committee may be involved, and objections to claims filed against the estate;
- i. Prepare and file necessary motions, applications, orders, reports, and papers;
- j. Review all pleadings, financial and other reports filed by the Debtor in this Case, and advise the Committee about the potential implications thereof;
- k. Review the nature and validity of any liens asserted against the Debtor's property and advise the Committee concerning the enforceability of such liens;
- l. Investigate the acts, conduct, assets, liability, and financial condition of the Debtor, the operation of the Debtor's business and the desirability of the continuance of such business, and any other matter relevant to the case or to the formulation of a plan;
- m. Commence and conduct any and all litigation necessary or appropriate to assert rights held by the Committee and/or protect assets of the Chapter 11 estate;

- n. Negotiate and participate in the preparation of the Debtor's plan of reorganization, related disclosure statement, and other related documents and agreements, and advise and participate in the confirmation of such plan;
- o. Attend meetings with third parties and participate in negotiations with respect to the above matters;
- p. Appear before the Court, other courts, and the United States Trustee to protect and represent the interests of the Committee and the Committee's constituents;
- q. Advise the Committee regarding Local Rules, local practices, and procedures, as the same may be applicable in this Case;
- r. Meet and coordinate with other counsel and other professionals representing the Debtor and other parties in interest;
- s. Perform all other necessary legal services and provide all necessary legal advice to the Committee in connection with this Case; and
- t. Handle such other matters as may be requested by the Committee and to which Hirschler agrees.

RELIEF REQUESTED & BASIS

11. Section 1103(a) of the Bankruptcy Code provides that an official creditors' committee "may select and authorize the employment by such committee of one or more attorneys, accountants, or other agents, to represent or perform services for such committee." 11 U.S.C. § 1103(a).

12. Section 328 of the Bankruptcy Code provides, in relevant part, that an official creditors' committee, "with the court's approval, may employ or authorize the employment of a professional person under section 327 . . . on any reasonable terms and conditions of employment, including on a retainer, on an hourly basis, on a fixed or percentage fee basis, or on a contingent fee basis." 11 U.S.C. § 328(a).

13. By this Application, the Committee respectfully requests that the Court enter an order, substantially in the form attached hereto as **Exhibit B**, pursuant to sections 328(a), 330, 331, and 1103(a) of the Bankruptcy Code and Bankruptcy Rule 2014, authorizing the Committee to

employ and retain Hirschler as its counsel in this Case. The Committee seeks to retain Hirschler effective as of June 5, 2023 because Hirschler began providing services to the Committee as of that date. The Committee believes that such retention is appropriate in this Case because the Committee required effective representation prior to such time that a retention application could be submitted to the Court due to the exigencies of this Case, and Hirschler has been providing services to the Committee beginning on June 5, 2023.

DISINTERESTEDNESS OF COUNSEL

14. In reliance on the Falabella Declaration, the Committee believes that: (i) Hirschler has no connection with the Debtor, their creditors, the United States Trustee for the Western District of Virginia (the “**United States Trustee**”), any person employed in the office of the United States Trustee, or any other party with an actual or potential interest in the Chapter 11 case or their respective attorneys or accountants other than as set forth in the Falabella Declaration; (ii) Hirschler is not a creditor, equity security holder, or insider of the Debtor; (iii) Hirschler is not and was not, within two years of the Petition Date, a director, officer, or employee of the Debtor; and (iv) Hirschler does not have an interest materially adverse to the Debtor, its estate, or any class of creditors or equity security holders by reason of any direct or indirect relationship to, connection with, or interest in the Debtor, or for any other reason. Accordingly, the Committee believes that Hirschler is a “disinterested person,” as defined in section 101(14) of the Bankruptcy Code and as required by section 328(a) of the Bankruptcy Code.

15. Notwithstanding this inquiry and investigation, if Hirschler discovers additional information that requires disclosure, Hirschler will file a supplemental disclosure with the Court as promptly as possible.

PROFESSIONAL COMPENSATION

16. Subject to the Court's approval of this Application, Hirschler intends to (i) charge for its legal services on an hourly basis in accordance with its ordinary and customary hourly rates in effect on the date the services are rendered;³ and (ii) seek reimbursement of actual and necessary out-of-pocket expenses. The names, positions, and current hourly rates of the Hirschler lawyers and paraprofessionals currently expected to have primary responsibility for providing services to the Committee are set forth in the Falabella Declaration.⁴

17. Hirschler will maintain detailed, contemporaneous records of time and any actual and necessary expenses incurred in connection with rendering the legal services described above. Hirschler will apply to the Court for allowance of compensation for professional services rendered and reimbursement of costs and expenses incurred during this case in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other applicable orders and procedures of this Court.

18. Hirschler has agreed to accept as compensation such sums as may be allowed by this Court on the basis of the professional time spent, the rates charged for such services, the necessity of such services, the reasonableness of the time within which the services are performed, and the complexity, importance, and nature of the problems, issues, and tasks addressed in this case.

WHEREFORE, the Committee respectfully requests the entry of an order, substantially in the form attached hereto as **Exhibit B**, authorizing the Committee to retain and employ Hirschler

³ The hourly rates charged by Hirschler professionals differ based on, among other things, the professional's level of experience and the rates normally charged in the location of the office in which the professional is a resident.

⁴ Hirschler Fleischer's hourly rates may change from time to time in accordance with Hirschler's established billing practices and procedures.

as its counsel effective as of June 5, 2023, and granting such other and further relief as it just and proper.

Dated: July 11, 2023

**THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF MICROGEM
US, INC.**

/s/ Ross M. Dunlap
By: Ross M. Dunlap

Solely in his capacity as a member of the Official
Committee of Unsecured Creditors of *MicroGEM
US, Inc.*, and not in any other capacity

Respectfully submitted,

/s/ Brittany B. Falabella
Robert S. Westermann (VSB No. 43294)
Brittany B. Falabella (VSB No. 80131)
HIRSCHLER FLEISCHER, P.C.
The Edgeworth Building
2100 East Cary Street
Richmond, Virginia 23223
P.O. Box 500
Richmond, Virginia 23218-0500
Telephone: (804) 771-9500
Facsimile: (804) 644-0957
Email: rwestermann@hirschlerlaw.com
bfalabella@hirschlerlaw.com

*Proposed Counsel to the Official Committee of
Unsecured Creditors*

CERTIFICATE OF SERVICE

I hereby certify that the foregoing was filed with the Court via the Clerk's CM/ECF system on July 11, 2023, which served a NEF on all parties receiving notice in this case. I further certify that on July 11, 2023, a true and correct copy of the foregoing was served on the attached service list by electronic mail where an email address is identified and by U.S. First-Class mail, postage prepaid where no email address is identified.

/s/ Brittany B. Falabella

Name	Address1	Address2	City	State	Zip	Email
B. Webb King	First Campbell Sq Bldg	210 First Street, SW, Ste 505	Roanoke	VA	24011	USTPRegion04.RN.ECF@usdoj.gov
Baron Machine Co., Inc	Attn: Jeremy Baron	40 Primrose Dr South	Laconia	NH	03246	jeremyb@baronmachine.com
Bunting - Dubois	12 Industrial Drive		Du Bois	PA	15801	dubois@buntingmagnetics.com
CANVASBACK REALTY	PO BOX 2378		CHARLOTTESVILLE	VA	22902	
CANVASBACK REALTY	c/o Ralph E. Main, Jr., Esq.	415 4th St NE	Charlottesville	VA	22902	rmain@charlottesvillelegal.com
CANVASBACK REALTY	c/o Douglas E. Little, Esq.	PO Box 254	CHARLOTTESVILLE	VA	22902	delittleesq@aol.com
Carl Zeiss, Inc.	Spencer Glenn, Esq.	One Pierce Place Ste 725W	Itasca	IL	60143	spencer.glenn@levitonlawfirm.com
Century Park	Frontgate Management LLC	One Wall Street	Hudson	NH	03051	
Century Park	c/o Chris Desiderio	55 West 46th Street	New York	NY	10036	cdesiderio@nixonpeabody.com
Ceres Nanosciences	Attn: Ross Dunlap	9460 Innovation Dr	Manassas	VA	20110	rdunlap@ceresnano.com
Cornerstone Government Affairs, Inc	800 Maine Ave SW, 7th Fl		Washington	DC	20024	ckaufman@cgagroup.com
Cornerstone Government Affairs, Inc	c/o Dylan G. Trache, Esq.	101 Constitution Ave, NW, Ste 900	Washington	DC	20001	dylan.trache@nelsonmullins.com
Daniel F Young, Inc.	1235 Westlakes Dr Suite 305		Berwyn	PA	19312	
Daniel F Young, Inc.	c/o Lindsay N. Magrann	8 Penn Center, 6th Fl	Philadelphia	PA	19103	lnmagrann@wagnerlaw.net
DASSAULT SYSTEMES AMERICAS	c/o John Milso, Esq.	175 Wyman St	Waltham	MA	02451	john.milso@3ds.com ERBlythe@mintz.com
DC Government Paid Family Leave-Tax Division	4058 Minnesota Ave NE		Washington	DC	20019	todd.slack@dc.gov
Drew Salaman, Esq.	2126 Land Title Bldg	100 S Broad St	Philadelphia	PA	19110	
Ellen Renaud	1825 K Street NW, Ste 750		Washington	DC	20006	ellen.renaud@leschtlaw.com
Elwood Staffing Services	PO Box 1024		Columbus	IN	47202	info@elwoodstaffing.com
GA International Inc.	Attn: A Inedjiare, Accting Dept	PO Box 2633	Champlain	NY	12919	accounting@ga-international.com
Gardner & Rosenberg P.C.	c/o Josh Gardner, Esq.	One State Street, Fourth Floor	Boston	MA	02109	josh@gardnerrosenberg.com
GEISLER YOUNG VA	PO BOX 1102		CROZET	VA	22932	richard.geisler@geisleryoung.com
Genome Advisors	14326 Aranza Dr		La Mirada	CA	90638	info@genomeadvisors.com
JG FINNERAN	3600 REILLY COURT		VINELAND	NJ	08360	mmicale@jgfinneran.com
JR Automation Technologies LLC	13365 Tyler Street		Holland	MI	49424	
LBG Ogden Five Points, LLC	c/o Bret Evans, Esq.	15 West South Temple, Suite 1200	Salt Lake City	UT	84101	brevans@swlaw.com
Magnet Applications, Inc.	12 Industrial Drive		Du Bois	PA	15801	drew@salamanlaw.com
Manuco Electronics Pty Ltd	3 Charnfield Court	Thomastown Victoria 3074	Australia			sales@manuco.com.au susanmolony@bigpond.com
Marlow Industries, Inc.	Attn: Mark Alipaz	10451 Vista Park Road	Dallas	TX	75238	mark.alipaz@coherent.com
Mau Workforce Solutions	Dept #40301	539 N Harrisville Rd, Ste C	Ogden	UT	84404	workforcesolutions@mau.com
Maxtek Components Corp	Attn: David Kang	2905 SW Hocken Avenue	Beaverton	OR	97005	david.kang@tektronix.com
Meridien Life Sceince	5171 Wilfong Road		Memphis	TN	38134	info@meridianlifescience.com
Micci Strong	45 Ottawa Ave SW	Suite 1100	Grand Rapids	MI	49503	
MicroGEM Internation	c/o Michael E. Mueller Jennifer M. McLemore	200 South 10th Street, Ste 1600	Richmond	VA	23219	mmueller@williamsmullen.com jmclemore@williamsmullen.com
Miller Canfield Paddock and Stone	840 West Long Lake Road, Ste 200		Troy	MI	48098	
Mission Design & Automation	9696 Black River Ct		Holland	MI	49424	info@mission-llc.com
MORAN, PAULA	19 BRAMBLE DRIVE		NASHUA	NH	03062	
MORAN, THOMAS	19 BRAMBLE DR		NASHUA	NH	03062	
Official Committee of Unsecured Creditors	c/o Brittany B. Falabella	The Edgeworth Building 2100 East Cary Street	Richmond	VA	23223	bfalabella@hirschlerlaw.com
Pierce McCoy PLLC	101 W Main Street, Ste 101		Norfolk	VA	23510	
PSC Biotech Corporation	700 Corporate Center Drive		Pomona	CA	91768	info@biotech.com

PSC Biotech Corporation	c/o Nancy R. Schlichting	503 E Main St PO Box 2057	Charlottesville	VA	22902	nrs@fplegal.com
Robinson Waste Services	c/o Josh Cochran	2719 North Fairfield Road	Layton	UT	84041	josh@robinsonwasteservices.com
Rosti IMS Sdn Bhd	No. 177, Jalah Murni 9	Taman Perindustrian Murni Sendi	81400 Senai Johor Malaysia			pwi@rosti.com
Rosti Integrated Mfg Solutions	(SUZ HOU) Co LTD, No 1 Huazheng St	Suzhou Ind, Jiangus Province 215026	People's Rep of China			pwi@rosti.com
SETPOINT LLC	859 W 1050 S		Ogden	UT	84404	
Steve Ettelson						steve.ettelson@skellc.com
Team Technologies	Attn: Ken Kovacs	5949 Commerce Blvd	Morristown	TN	37814	
Tremblay & Smith, PLLC	c/o S. Addison Day, Esq.	105-109 East High Street	Charlottesville	VA	22902	addison.day@tremblaysmith.com
University of Virginia	PO Box 400195		Charlottesville	VA	22904	cliff.iler@virginia.edu
Utah State Tax Commission	210 North 1950 West		SALT LAKE CITY	UT	84134	
Virtex	6A Continental Blvd		Merrimack	NH	03054	sales@virtex.us
Woods Rogers Vandeventer Black	Mike Hastings, Esq. Ben Rottenborn, Esq.	PO Box 14125	Roanoke	VA	24038	ben.rottenborn@wrwblaw.com; michael.hastings@wrwblaw.com

EXHIBIT A

Declaration of Brittany B. Falabella

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF VIRGINIA
LYNCHBURG DIVISION**

In re:	X	
	:	Chapter 11
	:	
MICROGEM US, INC.,	:	Case No. 23-60528
	:	
Debtor. ¹	:	
	X	

**DECLARATION OF BRITTANY B. FALABELLA IN SUPPORT OF
APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING
EMPLOYMENT AND RETENTION OF HIRSCHLER FLEISCHER, P.C.
AS COUNSEL TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS EFFECTIVE AS OF JUNE 5, 2023**

Pursuant to Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), I, Brittany B. Falabella, declare that the following is true to the best of my knowledge, information, and belief:

1. I am an associate of Hirschler Fleischer, P.C. (“**Hirschler**”), which maintains an office for the practice of law at 2100 East Cary Street, Richmond, Virginia 23223. I am an attorney-at-law, duly admitted and in good standing to practice in the Commonwealth of Virginia. I submit this declaration (“**Declaration**”) in connection with the application (the “**Application**”) of the Official Committee of Unsecured Creditors (the “**Committee**”) in the above-captioned case, to retain Hirschler as bankruptcy local counsel to the Committee in the Chapter 11 Case² effective as of June 5, 2023 and to provide the disclosures required under section 329 of Title 11 of the United States Code (the “**Bankruptcy Code**”), the Rules of this

¹ The Debtor in this Chapter 11 Case and the last four digits of its taxpayer identification number is as follows: MicroGEM US, Inc. (9605). The Debtor’s headquarters were located at 705D Dale Avenue, Charlottesville, Virginia 22903.

² Capitalized terms not defined herein shall have the meanings ascribed to them in the Application.

Court, Bankruptcy Rules 2014(a) and 2016(b), and Rule 2014-1 of this Court's Local Bankruptcy Rules (the "**Local Rules**").

2. The facts set forth in this Declaration are based upon my personal knowledge and upon discussions with other Hirschler attorneys and review of Hirschler's client/matter records that were reviewed by me or other Hirschler attorneys acting under my supervision and direction. To the extent any information disclosed herein requires amendment or modification upon Hirschler's completion of further review or as additional information becomes available, a supplemental declaration will be submitted to the Court reflecting such amended or modified information.

3. Hirschler is well qualified to serve as the Committee's bankruptcy counsel in the Chapter 11 case. Located in Richmond, Virginia, Hirschler's professionals possess substantial experience in representing debtors and debtors-in-possession, trustees, creditors' committees, creditors, and/or other parties-in-interest in the United States Bankruptcy Courts for the Eastern and Western Districts of Virginia and throughout the United States. In particular, Hirschler has extensive bankruptcy and restructuring, corporate, employee benefits, finance, real estate, securities, and tax expertise. Additionally, Hirschler has represented numerous committees in the United States Bankruptcy Courts for the Eastern and Western Districts of Virginia.

HIRSCHLER FLEISCHER'S DISCLOSURE PROCEDURES

4. In preparing this Declaration, I caused to be circulated by email to every employee of Hirschler (including all attorneys, paralegals, assistants, and other professionals) the names of all of the parties listed on the attached **Schedule 1** (the "**Interested Parties**"), and all recipients were asked to disclose any connection and/or representation they may have or have had with respect to those parties, including the ownership of any securities relating to those parties. In addition, Hirschler ran all of the names of the parties listed on **Schedule 1** through

its internal computerized database of current and former clients for any potential connection and/or representation. Any and all connections and/or representations that were discovered as a result of these conflicts checks efforts are disclosed below.

HIRSCHLER FLEISCHER'S CONNECTIONS WITH INTERESTED PARTIES

5. To the best of my knowledge, based on the review procedures described above, Hirschler does not have any “connections” to the Interested Parties. Neither the term “connection,” as used in Bankruptcy Rule 2014, nor the proper scope of a professional’s search for a “connection” has been defined, and I am therefore uncertain what this Court may consider a “connection” requiring disclosure. Out of an abundance of caution, therefore, I am disclosing representation(s) that are not, to my understanding, disqualifying or problematic under either the Bankruptcy Code or applicable standards of professional ethics.

6. Except as disclosed herein, neither I, nor any shareholder, principal, counsel, or associate of Hirschler, as far as I have been able to ascertain, has any current connection with the Debtor, its creditors, or any of the other Interested Parties, including any person employed in the Office of the United States Trustee, or any other party with an actual or potential interest in the Chapter 11 Cases, or their respective attorneys or accountants except as set forth herein. Hirschler has represented in the past and continues to represent the following entities in matters unrelated to the Debtor’s Chapter 11 case: Dominion Energy; Cigna; Trimech Solutions; Amazon; and Air Energy Group, LLC. In the event Hirschler discovers additional information that requires disclosure, Hirschler will file a supplemental disclosure with the Court.

7. To the best of my knowledge and belief, insofar as I have been able to ascertain after reasonable inquiry, neither I, nor Hirschler, nor any shareholder, principal, counsel, or associate thereof holds or represents an interest adverse to the Debtor, and Hirschler is therefore a “disinterested person,” as defined in section 101(14) of the Bankruptcy Code and

as required by section 328(a) of the Bankruptcy Code, in that: (i) Hirschler has no connection with the Debtor, their creditors, the United States Trustee, any person employed in the Office of the United States Trustee, or any other party with an actual or potential interest in the Chapter 11 Case, or their respective attorneys or accountants, except as set forth herein; (ii) Hirschler is not a creditor, equity security holder, or insider of the Debtor; (iii) Hirschler is not and was not, within two years of the Petition Date, a director, officer, or employee of the Debtor; and (iv) Hirschler neither holds nor represents an interest materially adverse to the Debtor, its estate, or any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in the Debtor, or for any other reason. Accordingly, I believe that Hirschler is a “disinterested person,” as defined in section 101(14) of the Bankruptcy Code and as required by section 328(a) of the Bankruptcy Code.

HIRSCHLER FLEISCHER’S RATES AND BILLING PRACTICES

8. Hirschler Fleischer has not received any promises as to payment or compensation in connection with the Chapter 11 Case other than in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the United States Trustee Guidelines, and as disclosed herein.

9. It is Hirschler’s policy to charge its clients in all areas of practice for expenses incurred in connection with a client’s case. The expenses charged to clients include, among other things, photocopying, witness fees, travel and lodging expenses, certain secretarial and other overtime expenses, filing and recording fees, postage, vendor charges, express mail and messenger charges, computerized legal research charges and other computer services, expenses for “working meals,” and tele copier charges. Hirschler will charge the Committee for these expenses in a manner and at rates consistent with charges made generally to its other clients, subject to this Court’s approval of such expenses pursuant to sections 330 and 331 of

the Bankruptcy Code, such Bankruptcy Rules and Local Rules as may from time to time be applicable, and such procedures as may be fixed by Order of this Court or the United States Trustee Guidelines. Hirschler believes that failure to charge these expenses would require Hirschler to increase its current hourly rates.

10. Subject to the Court's approval, Hirschler intends to (i) charge for its legal services on an hourly basis in accordance with its ordinary and customary hourly rates in effect on the date services are rendered, and (ii) seek reimbursement of actual and necessary out-of-pocket expenses.² Hirschler will maintain detailed, contemporaneous records of time and any actual and necessary expenses incurred in connection with the rendering of the legal services described in the Application by category and nature of the services rendered.

11. Hirschler intends to apply to the Court for payment of compensation and reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the United States Trustee Guidelines.

12. Hirschler's hourly rates are set at a level designed to compensate it fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine overhead expenses. I believe that these rates are commensurate with the hourly rates of other firms of similar size and expertise and have been approved in the United States Bankruptcy Courts for the Eastern and Western Districts of Virginia in a number of cases.

13. The Hirschler professionals and paraprofessionals expected to be most active in the Chapter 11 cases and their agree-upon hourly rates include:

² The hourly rates charged by Hirschler professionals differ based on, among other things, the professional's level of experience and the rates normally charged in the location of the office in which the professional is resident. These rates may change from time to time in accordance with Hirschler's established billing practices and procedures.

Professional	Rate Per Hour
Robert S. Westermann – Shareholder	\$560
Brittany B. Falabella – Associate	\$340
Robin Henderson – Professional Assistant	\$160

14. Other Hirschler attorneys and paraprofessionals may from time to time serve the Committee. To reflect economic and other conditions, Hirschler revises its regular hourly rates periodically and requests that, effective as of the date of such revision, the aforementioned rates be revised to the regular hourly rates that will be in effect at that time. Hirschler agrees to be compensated based on the same rates generally charged for services rendered in matters handled by Hirschler for its clients. Hirschler understands, acknowledges, and agrees that it shall be entitled to reimbursement only for actual and necessary expenses incurred in connection with its representation of, or services for, the Committee.

15. Hirschler has not agreed to share any of its compensation from this Chapter 11 Case with any other person, other than a shareholder, principal, counsel, associate, or staff person employed by Hirschler, as permitted by section 504 of the Bankruptcy Code.

To the best of my knowledge, I declare under penalty of perjury that the foregoing is true and correct.

Dated: July 11, 2023
Richmond, Virginia

/s/ *Brittany B. Falabella*
Brittany B. Falabella, Associate
Hirschler Fleischer, P.C.

SCHEDULE 1
Interested Parties

123FORMBUILDER	Astronaut Security Technologies
1800FLOWERS	Asuragen
A-1 Key & Security Solutions, Inc.	ATCC
AAA Fire & Alarm, Inc.	Automated Production Machining
AAFS	Auvaa, Sianna Kaihialohapulamaloa
AAP Automation	Avantor VWR
ACCO	AVIS
ACX Service	Aviva Systems Biology Corp.
ADAFRUIT	AXIS Portable Air LLC
ADEMTECH	Azura Genomics Inc.
Adobe	Ace Hardware
Adorama	Advance Auto Parts
Advalue Photonics	Autodesk, Inc.
Advamed	Automated Mechanical
Advantage Training Solutions	Automation Direct.com
AETNA	Axis Portable Air, LLC
Agilent Technologies	B L Pallet Racking
Aguilar, Consuelo	B&H Photo Video
AIM Plastics	Baker, Shellie Dawn
Air BNB	Baker, Zachary J.
Air Energy Group, LLC	Bankers Insurance
Airclean Systems	Barcode Giant
Airtest Inc.	Baron Machine Co., Inc.
Alacron, Esmeralda Margarita	Baron, Jeremy
Albemarle Courier Company	Barrera, Jenny
Alexandria Metal Finishers	Barrera, Kayla Adelina
Alibaba	Barrett, Jayson
Alibre, LLC	BASF
Align Precision-Arundel	Baymont By Wyndham
Alipaz, Mark	Baynes, Antonisia
ALKU Technologies, LLC	BDI Express
Allianz Global Assistance	Bell, Jordan
Allied Electronics	Bend Financial
Altamirano, Frances	Benjamin Booth
Amazon	Berkshire
American Airlines	Best Buy
American Association of Clinical Chemist	Best Western Plus First Coast Inn and Suites
AMETEK Powervar	Big 5 Sporting
Anguiano, Maria	Bingham, Brandy
Ansi (The American Standards Inst.)	Bio-Rad
Antibodies-Online.com	BIOLABS (New England Biolabs, Inc.)
AP Extrusion	Biologend Inc.
Aparicio, Rosy	BIOMERS
Arcpoint Labs of Salem	BIOTEK Services
Arndt, Valerie A	Biotium Inc.
Arvanites, Kim	Birch, Christopher
ASI (Alkali Scientific Inc.)	BJA Magnetics

Blass, Daniel
Blue Ridge Pack N Ship
BOCA Biolistics LLC
Boney, Jaysea
Boston Market
Bowen D Enterprises
BPSG, Inc.
Brampton Nameplate Inc.
Breivik, Brady
Bridges, Wesley
Brown, Mark
Brown, Sharnelle
Browns Lock & Safe LLC
BSC Industries
Buggs, Theresa M.
Busing, Hillary H.
Busson, Saralee
Butler, Blaine
Butler, Jennifer T.
Butler, Lashante
BUYHEATSHRINK
Barrington Packaging Systems Group, Inc.
Black Mountain Manufacturing
Budget Car Rental
Bunting – Dubois
Business Certification Services
CALLAGHAN INNOVATION
Campbell, Ricardo L.
Campos, Abraham
Candlewood Suites Hotel
Canvasback Realty
Capitol Scientific Inc.
Cardenas, Deja Ellen
Care 4 U Community Health Centre
Carreoh-Griego, Trinity
Castellanos, Brian
Castro, Jhonatan
Castro, Michael
CDW
Ceres Nanosciences, Inc.
CGM
Chacon, Lisa
Chadwick, Amber
Chan, Danny
Chapman, Jeff
Chavez-Lopez, Suzie
Chemtrec (A Division of American Chemis)
Childs, Paul

Christian, Davie
CHROMALABEL
Cision US Inc.
Cissna, Mark Allen
CITI Program
CITRIX
City of Charlottesville
City of Manchester NH Parking Auth.
Classic Signs, Inc.
Clavel, Maytee
Cleaners Hrosti
Cleanroom World
CLEATECH LLC
Clemons Courier Service
Slifford, Pam
Climet Instruments Company
Clopten, Kelee S.
Cloud Leasing PTY Ltd.
CNA
Colonial Scientific
Comcast
Comfort Suites Ogden Conference Center
Commission of the Revenue
COMSOL INC
Conference Services
Conte, Jillian
Contreras, Lorena
Cora, Kervin
Corning Incorporated
Coronado, Jenny M.
Corporate Filings LLC
Costa, Michael
Costa, Robert J.
COSTCO
Country Inn & Suites by Radisson
Crawley, Carrie Rae
Creative Circle
Crespin, Juan Carlos
Crystal Rock
Crystal Springs
CSP Networks
CT Corporation
CTS Cincinnati Test System
Cape Commercial Finance LLC
Carl Zeiss, Inc.
Centric Precision Machining
Century Park Frontgate Management LLC
Ceres Nanosciences Inc.

Cherokee Engineering, L.L.C.
Cigna
Clean Air Products
Cleveland Equipment & Machinery
Coast Pneumatics
Codale
Cole-Parmer
Commonwealth of Virginia (Dept. of Taxation)
Complex Plastics
Cornerstone Government Affairs, Inc.
Corporation Service Company
Costco #770
Cotton, Robin W.
Covington & Burling LLP
Crain Communications
Curbell Plastics, Inc.
D&D Plastics LLC
D.A.I Scientific Equipment
DASSAULT SYSTEMES AMERICAS
Davis, April Janine
Days Inn Hotel
DECIDEUM
Delaware Division of Corporations
Delgado, Rebecca
Delton, Dean
Delta Air Lines, Inc.
Deluca, Joseph
Denline Uniforms, Inc.
Descoteau, James
Desjardins, Lisa
DHL International
DIAGRAPH
Diaz, Lydia
DIGIKEY
Dodge, Patrick W.
Dominion Energy
Donahue, Michael Lee
Dove, John
Drummond Scientific
Dunlap, Ross
Duran, Cherish
Dyson-Cersley, Allen
Daniel F. Young, Inc.
Dechert
Digico Video Inc.
Drew Salaman, Esq.
E-File

EBAY Inc.
ECONOCORP, INC.
Edmund Optics
Employment Development Department
Enterprise
EPI Marketing Services
Eraser Company, Inc.
Espinoza, Zhane Scott
EVERSOURCE
Expeditors Int'l of WA Inc.
Eastwood Automotive Group LLC
Elwood Staffing Services
Emco Plastics
Enterprise Cloud Solutions, Inc.
Erik's
Ernest Packaging
Expedia
Falvey, Cat
Fastel Adhesives-Streuter
Fastenal
Faulhaber Micromo LLC
FedEx
FedEx Freight
FedEx Office VA
Fields, Asia
Figueroa, Abigail
Fischer Scientific
Fitzgerald, Mark Paul
Fladd, Christopher W.
Fleet Machine Co.
Fogg, Benjamin J.
FORMASPACE
FORMLABS, INC.
Foxy Life Sciences
Franco, Yazmin
Fraser, Matthew
Freeman
Frontrunner Signs
Future Electronics Inc.
Future Science LTD
FedEx Office UT
Fidelity Investments
Fierce Biotech
GA International Labtag
Garcia, Alexis Bernice
Garcia, Shayne
GARCO Manufacturing Company
Gardner & Rosenberg

Gasswint, Ashley
Gates, Tracy J.
Gatewood, Ashley
Gebauer, Malcolm
Geisler Young VA
GEN Publishing Inc.
General Data Company, Inc.
Generation Logistics
GENSCRIPT
Geoffrey Stein
Georgia Corp. Name Publishing Form
Gibiser, Ryan
Gilbertson, Michael John
GITHUB.COM
Glenn, Spencer
Global Industrial
Glue-Gun.com
GoDaddy
Goldstein, Pam
Gonzales, Soledad Cruz
Good-Link Electronics
Goodfellow
Goodwin William LLC
Grainger
Grand Rental Station
Grayline Medical
Green Mountain DNA Conference
Green, Summer S.
Greenlight Guru
Griggs, Dakota L.
Grooms, Chanee T.
Gutierrez, Sheryl
Genome Advisors
Global Life Sciences Alliance, LLC
Go Engineering
Guardian
H&M Sales and Service, Inc.
HACH
Halbert, Burt V
Hale N Ozbek
Hamilton Company
Hampson, Scott
Hampton Inn & Suites Fredericksburg
Hampton Inn Nashua
Handley, Jared
Hantzmon Wiebel LLP
Harbor Freight
Hargett, Christian

Harris, Anthony
Hartford Financial
Hazardous Waste Haulers Inc.
Healthcare Daniel Mills
Heninger Enterprises, LLC
Henry, Linda
Hernandez, Alicia
Hetzler, Aubrey
Health Industry Business Communications
(HIBCC)
Hickey, Jeff
Hilger Hammond
Hilton Hotel
Hiltz, Garrison S.
Hogentogler & Co. Inc.
HOJ Forklift, LLC
HOMES TO SUITES
Horiba Medical Sales
Horman, Joshua Michael
HSR (IWK)
Hubspot
Huseman, Jayden
Helios Quartz America, Inc.
Herrick Industrial Supply
Home Depot
Iannelli, David F.
ICP Medical
ID Design
Ideal Sciences
Idex Health and Science, LLC
Impact Analytical
In-Cal Calibration Service
INDEED
Index Packaging Inc.
Inegra, By Desicare
Integratech
Integrated Cable Assembly
Integrated DNA Technologies
Intelligent Enclosures Inc.
Internal Revenue Service
Interwest Paper, Inc.
Invetech Pty Ltd
IPFS Corporation
Irungaray, Anacari
Isaac Buell
ITI-Automation LLC
ITW EAE
Izzy and Sons Window Tinting

InkCartridgesETC.com
Innovative Forensic Solutions
Interstate Plastics
Intralinks Inc.
J2F Engineering
Jaggers Communications
James G. Elliott Co., Inc.
James Landers
JG Finneran
Jimenez, Hector
JMD Industries Inc.
Johnson, Carnette
Jones Janitorial
Jones, Anne
JP Pest Services
JR Automation Technologies LLC
Juarez, Daphne
Joann
Josh Gardner, Esq.
Jumpstart Manufacturing LLC
Kang, David
Kang Yang International
Kasey Hott VO
Katz, Russell Scott
Kemper, Aaron
Kew Partners Inc.
Khoyi, Timothy
Kinsley (ASCLD)
Kirk-Rudy, Inc.
Kiwi Communications
Korail
Kozevnikova, Nataliia
Kovacs, Ken
Krogh, Megan
Keyence
Kinematics & Controls Corporation
Labor Law Center
Laboratory-Equipment.com
LABSCOOP LLC
LABTAG
LaCourse, Kerri L
Landers, Katharine
Landers, Lianne W
Landers, Miranda L
Lapuma, Nathan
LaQuinta by Wyndham
Lavoie, Kelly
Lavoie, Mitchell

LGB Ogden Five Points, LLC
LeBlanc, Vincent
Lee Machine Inc.
Lee Spring
Lee, Peter
Lenharth Systems LLC
Leondaridis, Maria A.
LGC Clinical Diagnostics
LGS Quality Services
Li, Jingyi
Liberty Utilities
Life Technologies
Lifescience Logistics (LSL)
Lifetime Products
Linahan Limousine
Liotta, Ann
Liveo Research Inc.
Loretta, Claire J
Lowe's Home Centers, LLC
Lowry, Sara
Loyd, Riley
Lucigen
Lucky Consol Inc.
Lum, Wayne
Labroots, Inc.
Lachance Web Desing, LLC
Latham & Watkins LLP
Les Olson Company
Lowe's
Mark Fitzgerald
Marlow Industries, Inc.
Martin, Leigh
Martinez, Paul S
Martinez, Yolanda
Master Magnetics Inc.
Matthew R. Begley
Maverik Gas Station
Maxtek Components Corp.
McCandlish Holton
McCollum, Ashley
McCrady, Tyler
McMaster Carr
Med Fusion (Quest Diagnostic)
MEDBIO
MEDEX Supply
Medical Ventures Healthcare & Consulting
Services
Melone, Connor

Mendoza, Jessica
Metalcrafters Inc.
Microfluidic Chipshop GMBH
Midsouth Packaging Inc.
Midwest Barcoding Solutions
Miller, Mark
Miller, Pamela
Mills, Caitlyn
Mills, Daniel Lee
MINCO
MIRO
Mission BBQ
Misumi USA Inc.
Mitchell, Kelly
Mitrovic, Ilija
Model Solution Co. Ltd.
Molecular Devices
Momentum Manufacturing Group
Moon, Krystal R
Moore, Mark
Moran, Patrick F
Moran, Paula
Moran, Thomas
Morgan Stanley
Morishige, Christy Nalani
Motard, Timothy
Moton, Thomeka
Mountain Edge
Mouser Electronics
MSI Viking
MTEC
Munguia, Mauricio Antonio
MY ASSET TAG.com
My Safety Labels
My Safety Sign
Maddox Air Compressor Inc.
Magnet Applications, Inc.
Manuco Electronics Pty Ltd.
Marken LLP
Mau Workforce Solutions
Medical Disposal Services Inc.
Meridien Life Science
Mettler Toledo
Micci Strong
MicroGEM International PLC
MicroGEM NZ
Miller Canfield Paddock and Stone
Mini Mart 6 (Chevron)

Minitab, LLC
Mission Design & Automation
Nadeem, Saram
Navidx Consulting LLC
NDA Partners LLC
NEAFS
Neilley, Brad
Neoventus Design Group LLP
NETFORTRIS
NEWARK
NEWEGG
NextGen Precision LLC
NI (National Instruments)
Nielson, Holly Jean
Nix, Rexanna
Noel, Sasha
Nordson EFD LLC
Normandin, Jack
Northeast Tool & Die Co., Inc.
Northern Tool and Equipment
NOVA Color Inc.
NOVATECH-USA
Nur Ozbek, Hale
Nixon Peabody
Office Furniture Blowout
Ogden City Utilities
Okhomina, Shanice
OMNI Components Corp.
OMRON
Open Builds Part Store
OPRSYSTEMS, INC.
Oregon State University
Orion Scott
Oros, Nataly
OSH CUT
Ossine Shoes
OZ Biosciences USA Inc.
Office Max
Office of Paid Family Leave – Tax Div.
Omega Engineering Inc.
Pack-Secure.com
Pallet Express
Patino, Avigahil
Patrick, Anne
PAYCHEX
PAYCOM
Paysour, Benjamin R.
Penn Credit Corporation

Perdikes, Alexia M.
Perfect Fit Automation
Perfectgift.com
Peterson, Ron
Petit, Rhonda M.
Physitemp Instruments LLC
Pierren, Cade
Pierren, Marcus
Pierren, Spencer
Pinard Waste Systems
Pipette.com
Pittsburgh Spray Equipment
PLC Cable, Inc.
PMS Manufactured Products Inc.
Porex Technologies Ltd.
Porvair Sciences Ltd.
Positive Power Electrical
Potomac Photonics
Power Sonic
PR Newswire
Precision Air Technology, Inc.
Precision Screw Machine Prod.
Precision Services
Priestley, Scott G.
Pro Automation
Pro Cut CNC Machine
Pro Lab Supply
Pro Source
Productivity Quality Inc.
Promega
Propharma Group LLC
Proto Labs Inc.
Protocase, Inc.
PSC Biotech Corporation
Pandiadx LLC
Penske Ogden
Pierce McCoy PLLC
Pirate Ship
Plastics International
QIAGEN LLC
QOSINA CORP
Quest Solution, Inc.
Quality Quick Print
R.C. Willey Home Furnishing
R.S. Hughes
Raad, Michael S.
Ramsey, Jennifer L.
Randstad

Rans, Christine Louise
Rea, Neil
REALTIMEBOARD INC.
Reardon Associates
Residence Inn (Marriott)
Resource Engineering, Inc.
Rexanna Nix
Reyes, Elida
Reynolds, Kelly L
Richard G. Joyce
Rivanna Solid Waste Authority
Rivera Arevalo, Anthony
Roark, Elizabeth
Roberts Oxygen
Robinson Waste Services
Roblyer, Craig
Rocket Seals, Inc.
Pacificorp
Rogers, Ethan
Root, Brian
Roy, Austin James
Royos, Kaitlin
Ruddy, Ashley
Rumble, Blake Alexander
Rachel Walker
Reference Frame Creative
Regional Industries
Rhinehart Oil
Rice Lake Weighing Systems
Rockwell Automation (CODALE Electric)
Rosti IMS Sdn Bhd
Rosti Integrated Mfg Solutions
Royal Wholesale Electric
S&S Machine LLC
Safelite Autoglass
Safety Sign
Salanga, Ed
SALESFORCE.COM, INC.
SALIMETRICS
Ealinas, Eduardo
SAMSUNG
Santos, Lori Jean
Saragoza, Veronica
Sarat, Estefany
Sarkis Clinical Trials
Sarmiento, Gilbert Antonio
Sathram Corporation
Satkovich, John

Saucedo, Gabriella Marie
Saviano, Vincent
Schall, Robert W.
School Outfitters
Schroeder, Richard F.
Scott, Anchi T.
Scott, Orion N.
Scott, Timothy
Senawave
Sereti, Mike
Seton Industries
Setpoint LLC
Shaheen & Gordon
Shanahan, Edward
Sharpe, Russell
Shaw, Cody
Shaw, Timothy Brooks
Shearer, James
Shelton, Susan Balinasay
Shepp Industrial Design Inc.
SHOPIFY
Sico, Paul
SIGMA-ALDRICH/MILLIPORE SIGMA
SIGMAZONE/Digital Computations
Silk Mills
Simoneau, Rene R
Simply Right
Singh, Taranjit
Sir Speedy
SMC Pneumatics
Smith Corona
Smith, Ivan
Smith, Summer D.
Snake River Mail & Packaging
Snyder, Alyssa
Snyder, Jordan
Sonitek
Southard, Crystal
Southern Labware
Southwest Airlines
Spero, Mike
SQN Capital Management LLC
St. Louis, David
STAMPS.com
Staples
State Corporation Commission
State License Servicing, Inc.
State of New Hampshire

Stein, Geoffrey
Stellar Scientific
Stellar Solutions, Inc.
Stephen Gould
Stericycle Inc.
Sterlitech
Sticker.com
Stowell, Thai Carter
Streuter
Sugiyama, Andrew Taylor
Sullivan & Worcester
Sumitomo Electric
Sylvane Inc.
SYNCO Chemical Corporation
SYNTEC
San Diego Scale Co., Inc.
Shannon Wetzel, General Counsel
Sierra Packaging and Converting
Siteground Hosting Ltd
SmartStop Self Storage
Soliman & Associates
Standard Restaurant Supply
Steve Ettelson
T&N Printing
Tafti, Cyrus
TARGET
TASKRABBIT
Team Technologies (Baril Corporation)
TECHPRING
Ted Pella Inc.
TEKRA
TEKTRONIX Component Solutions
Telebusiness USA
TEQUIPMENT
Terra Universal.com
Test Equity
TFORCE Freight
The Allen Daniel Associates
The Baker Company
The Hanover Insurance Group (Bankers Insurance)
The Market
The Wayward Pigeon
The ZPS Stor
Theery
Thermal Devices
Thermo Fisher Scientific
Thomas Scientific

Thompson, Brayton	Upwork
Thorlabs	UPrinting
TING	US Department of Labor
Tomlinson, Seth	USA Scientific
TOOLOTS	USHMA Patel
Tortola Saenz, Robert	Office of the U.S. Trustee
Total Plastics	Utah Scale Center
Total Quality Logistics (TQL Global)	United Healthcare
Town of Hudson	United Team Mechanical
TPH	University of Virginia
Trace, Tom	Vallejo, Estevan
Trader Joe's	Valleymedia Inc.
TRAVELOCITY.COM	Vantage Employment Solutions
TRC Electronics Inc.	Vasquez, Angelica
Treasure Fire Equipment Inc.	Vaupell Rapid Solutions
Trevino, Sonia	Vazquez, Luis F.
Trimech Solutions LLC	Veney, Tevis
Triple Ring Technologies	Venture International Limited
Trippnt	Veolia
Trusens (ACCO Brands)	Verified First
Tsuei Scott, Anchi	Veristad
Turrubiatez, Margaret P.	Vertiv
TUV SUD America Inc.	Vevor US
TUV SUD Canada Inc.	Victory Environmental
TUV SUD PSB Pte Ltd	Virginia Dept. of Taxation
TWISTDX (Abbott House)	Virginia Economic Development P'Ship
Tyrrell Digital Printing Systems	Virginia Polytechnic Institute
Team Technologies	Vortex LLC
The Hanover American Insurance Co.	VSI Parylene
Town of Hudson, New Hampshire	VWR
Tractor Supply	Valin Corporation
Truist Bank	Virtex
Two Wire Electric, LLC	Wade, Shantay
Ubiquitome Rosedale	Walker Industrial
U-Haul	Walker, Johnny
ULine	Washington State Dept. of Agriculture
Uhman, Phoebe Sander	Watts, Jacob
Underwood, Andria	Wavelength Electronics
Unified2 Global Packaging Group LLC	Wayment, Theresa
UniFirst	Wayne Oxygen & Welding Supply Co, Inc.
UniFirst Corporation	WCG IRB
UniFirst First Aid + Safety	WDW Machine Inc.
United Airlines, Inc.	Welch Equipment
United Rentals	Welton, Daniel
United States Postal Service	West Virginia Parkways Authority
Unleashed	Western States Calibration
UPS	White, Sean
UPS Store	Williams Mullen

Williams, Jill
Wisconsin Department of Revenue
World Wide Packaging & Crating of Utah
Wurth Elektronik
WWW Electronics Inc.
Walmart
WebstaurantStore
Winco Fluid Power, Inc.
Woods Rogers Vandeventer Black
Wrangle
Xiamen Bolion Tech. Co. Ltd.
Xometry Inc.
Youler, Dillin

Youcart.com
Zamora Martinez Jr., Javier
Zamora, Janice
Zamora, Maria Rafaela
Zeptomatrix.com
Zielbio
Zror
Zeiss Industrial Metrology
Zombie Components
ZoomInfo Technologies, LLC
Industsrial FluroPlastics
B. Webb King
Brandy M. Rapp

Exhibit B

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF VIRGINIA
LYNCHBURG DIVISION**

	X	
In re:	:	Chapter 11
	:	
MICROGEM US, INC.,	:	Case No. 23-60528
	:	
Debtor. ¹	:	
	X	

**ORDER AUTHORIZING EMPLOYMENT AND RETENTION
OF HIRSCHLER FLEISCHER, P.C. AS COUNSEL TO
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
EFFECTIVE AS OF JUNE 5, 2023**

Upon the application (the “**Application**”)² of the Official Committee of Unsecured Creditors (the “**Committee**”) in the above-captioned case, by its proposed counsel, for entry of an Order, pursuant to sections 1103, 328(a), 330, and 331 of Title 11 of the United States Code, 11 U.S.C. §§ 101, et seq. (the “**Bankruptcy Code**”), authorizing the Committee to retain the firm of Hirschler Fleischer, P.C. (“**Hirschler**”) as its bankruptcy counsel in the Chapter 11 Cases effective as of

¹ The Debtor in this Chapter 11 Case and the last four digits of its taxpayer identification number is as follows: MicroGEM US, Inc. (9605). The Debtor’s headquarters were located at 705D Dale Avenue, Charlottesville, Virginia 22903.

¹⁰ Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.

June 5, 2023; and upon the Declaration of Brittany B. Falabella in Support of the Application, annexed to the Application as **Exhibit A**, and due and adequate notice of the Application having been given; and it appearing that no other or further notice need be provided; and the Court being satisfied that Hirschler is a “disinterested person” as such term is defined under section 101(14) of the Bankruptcy Code; and it appearing that the relief requested in the Application is in the best interests of the Committee, the Debtors, their estates, their creditors, and other parties-in-interest; and after due deliberation and sufficient cause appearing therefore; it is hereby

ORDERED, ADJUDGED, AND DECREED that:

1. Pursuant to section 1103 of the Bankruptcy Code, the Committee is hereby authorized to retain and employ Hirschler as its attorneys in this Chapter 11 Case and Hirschler is hereby authorized to perform the services set forth in the Application.
2. The Committee’s retention of Hirschler is hereby approved effective as of June 5, 2023.
3. Hirschler shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the applicable Bankruptcy Rules, the Local Rules, and such other orders and/or procedures as may be fixed and/or approved by order of the Court. The U.S. Trustee and parties-in-interest reserve all rights to object to the appropriateness of any fees and expenses incurred notwithstanding the disclosures in the Application or any related document of the attorney’s intention to incur certain costs or to charge certain expenses at certain rates.
4. To the extent the Application or Declaration are inconsistent with this Order, the terms of this Order shall govern.

5. Notwithstanding any Bankruptcy Rule to the contrary, this Order shall be immediately effective and enforceable upon its entry, and any applicable stay of this Order is waived.

6. The Committee is empowered to take all actions necessary to effectuate the relief granted pursuant to this Order and/or in accordance with the Application.

7. This Court shall retain jurisdiction with respect to all matters arising from or relating to the implementation and/or interpretation of this Order.

END OF ORDER

We ask for this:

/s/ Brittany B. Falabella
Robert S. Westermann (VSB No. 43294)
Brittany B. Falabella (VSB No. 80131)
HIRSCHLER FLEISCHER, P.C.
The Edgeworth Building
2100 East Cary Street
Richmond, Virginia 23223
P.O. Box 500
Richmond, Virginia 23218-0500
Telephone: (804) 771-9500
Facsimile: (804) 644-0957
Email rwestermann@hirschlerlaw.com
bfalabella@hirschlerlaw.com

Proposed Counsel to the Official Committee of Unsecured Creditors

Seen and agreed:

/s/ *draft*

B. Webb King (VSB No. 47044)

OFFICE OF THE UNITED STATES TRUSTEE

210 First Street

Suite 505

Roanoke, VA 24011

Office of the U.S. Trustee